

APR 18 '11 -2 01 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

April 13, 2011

Chief Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Full Termination of Lease and Termination of Memorandum of Lease**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Full Termination of Lease and Termination of Memorandum of Lease dated April 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such lease Equipment which was duly filed at the Surface Transportation Board under primary Recordation Number 22919.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: RailAmerica, Inc.  
7411 Fullerton St., Suite 300  
Jacksonville, FL 32256

The enclosed document is for four (4) locomotives. (see Exhibit A for locomotive numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows:

Memorandum of Full Termination of Lease and Termination of Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(RAAM002/A)

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ASSGN. NO.: RAAM002/002A

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF FULL TERMINATION OF LEASE  
AND TERMINATION OF MEMORANDUM OF LEASE**

This MEMORANDUM OF FULL TERMINATION OF LEASE AND TERMINATION OF MEMORANDUM OF LEASE (the "Memorandum") is made by FIRST UNION RAIL CORPORATION on the date hereunder indicated and pertains to that certain Memorandum of Lease dated April 28, 2000, recorded with the Surface Transportation Board on May 2, 2000 at 3:13 a.m., under Recordation File No. 22919, relating to the lease described below:

WITNESSETH:

That certain Master Lease Agreement and Lease Supplement No. 1 dated as of January 11, 2000, as amended (the "Lease") between First Union Rail Corporation, a North Carolina corporation, (the "Lessor") whose mailing address is One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, Illinois, 60018, and RailAmerica, Inc., a Florida corporation (the "Lessee"), whose mailing address is 7411 Fullerton St., Suite 300, Jacksonville, FL 32256.

WHEREAS, the above-described Lease has ended, has not been extended and said Lease has been terminated in full and all equipment listed on Exhibit A covered by the aforesaid Lease is no longer subject to the Lease; and,

NOW, THEREFORE, the Lessor desiring to clarify the public record state as follows:

1. This Memorandum serves as notice that the Lease between Lessor and Lessee relating to the equipment has been terminated in all respects.
2. All of the interest, duties and obligations of the parties to Lease have been satisfied and discharged.
3. Lessor does hereby fully terminate the aforesaid Lease and files and records this Full Termination of Lease so as to release the lien with respect to the equipment.

IN WITNESS WHEREOF, First Union Rail Corporation, as Lessor, has duly executed this Full Termination of Lease to be duly executed by its duly authorized representatives as of this 1<sup>st</sup> day of April, 2011.

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FIRST UNION RAIL CORPORATION

ATTEST:

Susan Grodzinsky  
[CORPORATE SEAL]

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

STATE OF ILLINOIS

COUNTY OF COOK

Georgia Freiburger Notary Public of the County and State  
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Full Termination of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of April, 2011.  
Georgia Freiburger  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

6-2012  
(Notary Public)



## EXHIBIT A

NUMBER OF LOCOMOTIVES:

Four (4)

DESCRIPTION OF LOCOMOTIVES:

SD40 – 2 Locomotives

LOCOMOTIVE NUMBERS:

IOY 4082

IOY 4083

IOY 4084

IOY 4085